

RECORDATION NO. 20406-C FILED

DEC 03 '03 1-37 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 3, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease Agreement, dated as of November 28, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Lease Agreement which was previously filed with the Commission under Recordation Number 20406-A.

The names and addresses of the parties to the enclosed document are:

Lessor: Asea Brown Boveri AG & Co. Leasing KG
Kallstadter Strasse 1
D-69309 Mannheim
Federal Republic of Germany

Lessee: New Jersey Transit Corporation
One Penn Plaza East
Newark, New Jersey 07105

Mr. Vernon A. Williams
December 3, 2003
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A description of the railroad equipment covered by the enclosed document is:

6 ALP-44 locomotives set forth in the equipment schedule attached to the document.

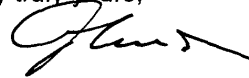
A short summary of the document to appear in the index is:

Memorandum of Termination of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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Execution Copy
NJ008 Memorandum of Termination of Lease Agreement

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION OF LEASE AGREEMENT

THIS MEMORANDUM OF TERMINATION OF LEASE AGREEMENT is made and entered into as of November 28, 2003 between Asea Brown Boveri AG & Co. Leasing KG, a corporation organized and existing under the laws of the Federal Republic of Germany ("ABB KG"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("NJT").

1. Pursuant to the Lease Agreement dated as of December 16, 1996, and a Lease Supplement dated as of June 16, 1997 (together, the "Lease Agreement"), Lessor leased unto Lessee 6 ALP-44 Locomotives, bearing serial numbers as set forth on Schedule A. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease Agreement.

2. Pursuant to the Termination Agreement dated as of November 28, 2003 (the "Termination Agreement"), NJT and ABB KG have terminated the Lease Agreement effective November 28, 2003 under the terms and conditions provided in the Termination Agreement.

3. Under the Termination Agreement, and a Bill of Sale executed November 28, 2003 pursuant thereto, ABB KG transferred all of its right, title and interest in the Equipment as of November 28, 2003 to NJT.

4. The names, addresses and telephone numbers of the parties hereto are as follows:

Asea Brown Boveri AG & Co
Leasing KG
Kallstadter Strasse 1
D-68309 Mannheim
Federal Republic of Germany
Attention: General Manager
Tel.: +49 621 3816676

New Jersey Transit Corporation
One Penn Plaza East
Newark, New Jersey 07105
Attention: Senior Director for Corporate Affairs
Tel.: +1 201 4917000

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Termination of Lease as of the day and year first written above.

NEW JERSEY TRANSIT CORPORATION

By: H. Charles Wedel
Name: H. Charles Wedel
Title: Chief Financial Officer and Treasurer

ASEA BROWN BOVERI AG & CO. LEASING
KG


By: _____
Name: Michael Presti
Title: Managing Director

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Termination of Lease as of the day and year first written above.

NEW JERSEY TRANSIT CORPORATION

By: _____
Name: H. Charles Wedel
Title: Chief Financial Officer and Treasurer

**ASEA BROWN BOVERI AG & CO. LEASING
KG**

By:  _____
Name: Michael Presti
Title: Managing Director

CORPORATE ACKNOWLEDGEMENT

(Pursuant to 49 C.F.R. 1177.3)

Newark, New Jersey :
ss.:
:

On this 26th day of November 2003, before me personally appeared H. Charles Wedel, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer and Treasurer of NEW JERSEY TRANSIT CORPORATION, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James J. Zanzich

CORPORATE ACKNOWLEDGEMENT

(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY

SMEETS HAAS WOLFF
Attorneys at Law

On this 26th day of November, 2003, before me personally appeared Michael Presti, to me personally known, who being by me duly sworn, says that he is the Managing Director of ASEA BROWN BOVERI AG & CO. LEASING KG, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

A handwritten signature in black ink, appearing to read 'Hergen Haas', is written over a horizontal line.

Hergen Haas

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Six (6) ALP-44 Locomotives, Serial Numbers as set forth below:

Serial Number

1. 4426M
2. 4427M
3. 4428M
4. 4429M
5. 4430M
6. 4431M

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/3/03



Robert W. Alvord